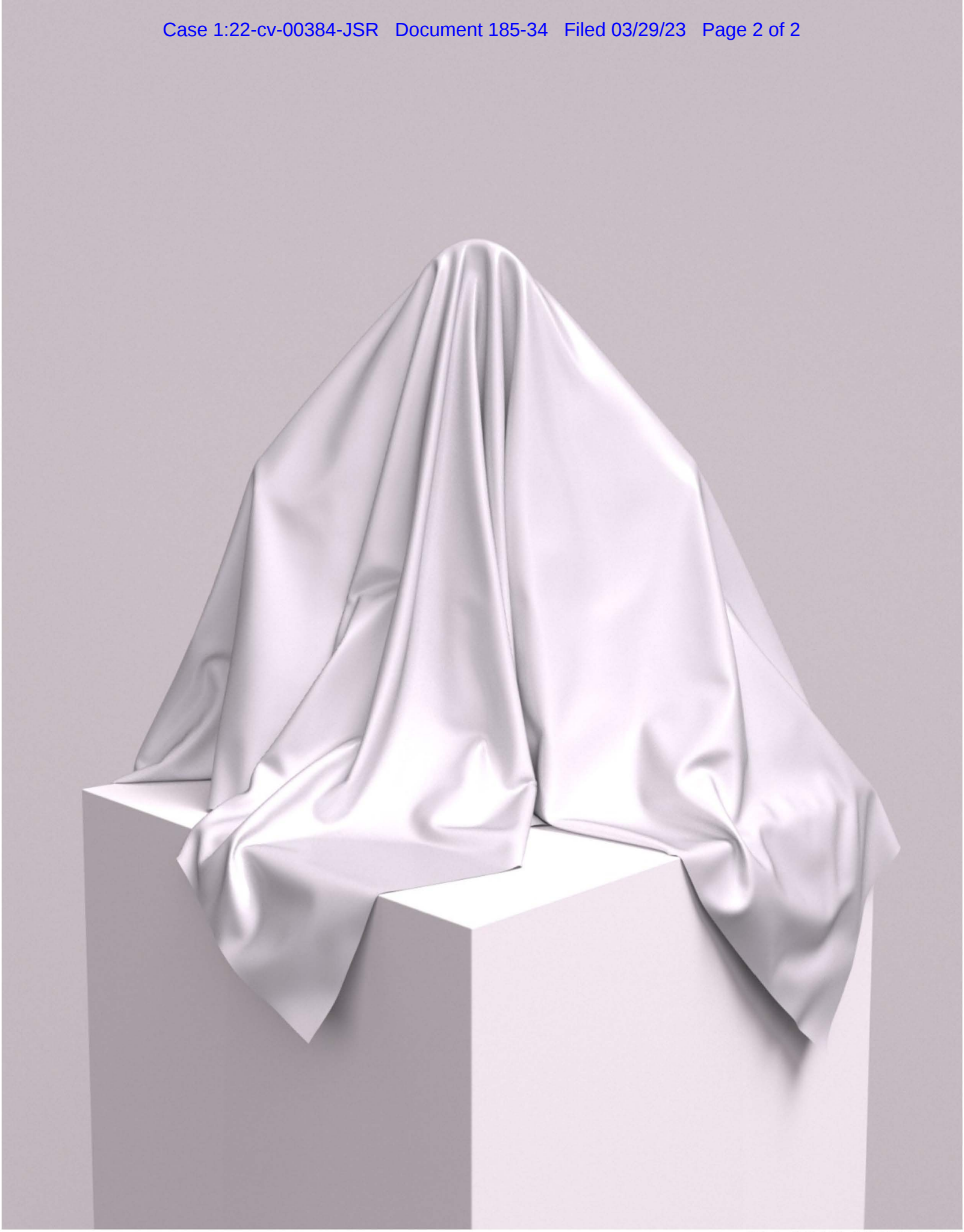Exhibit 45